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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Ulthera, Inc.

2. It is incorporated under the laws of Delaware

3. The name, if different, which it elects to use in Rhode Island is:

(a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation", "company", "incorporated", or "limited" or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*

(b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:*

4. The date of its incorporation is 11/10/2005 and the period of its duration is Perpetual

5. The address of its principal office is 1840 S. Stapley Drive, Suite 200, Mesa, AZ 85204

6. The address of its proposed registered office in Rhode Island is 450 Veterans Memorial Parkway, Suite 7A,
(Street Address, not P.O. Box)

East Providence, RI 02914 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)

that address is C T Corporation System
(Name of Agent)

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Medical device sales and service

8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
Director	<u>See Attached</u>	
Director		
Director		
Director		

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Form No. 150
Revised: 06/11

(b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
President	See Attached	
Vice President		
Treasurer		
Secretary		

9. The aggregate number of shares which it has authority to issue; itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
See Attached			

10. (a) \$ 4,000,000 = An estimate of the value of all property to be owned by the corporation for the following year, wherever located.

(b) \$ 0 = An estimate of the value of the corporation's property to be located within Rhode Island during the following year.

(c) 0 % = An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located. *(divide (b) by (a) and multiply by 100 to obtain the percentage)*

11. (a) \$ 100,000,000 = An estimate of the gross amount of business to be transacted by the corporation during the following year.

(b) \$ 17,000 = An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year.

(c) 0.017 % = An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year. *(divide (b) by (a) and multiply by 100 to obtain the percentage)*

12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.

13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 3/26/2014



 Signature of Authorized Officer of the Corporation

GREGORY D. WALLER

 Type or Print Name of Authorized Officer

OFFICERS

Name	Title	Address
Matthew E. Likens	President, CEO	1840 S. Stapley Drive, Suite 200 Mesa, AZ 85204
Gregory D. Waller	CFO	1840 S. Stapley Drive, Suite 200 Mesa, AZ 85204
James G Atkinson	EVP, Sales and Marketing	1840 S. Stapley Drive, Suite 200 Mesa, AZ 85204
William R. Fender	VP, Operations	1840 S. Stapley Drive, Suite 200 Mesa, AZ 85204
Stacie Mallen	VP, Human Resource	1840 S. Stapley Drive, Suite 200 Mesa, AZ 85204
Randal E. Miller, Ph.D.	VP, Clinical and Regulatory	1840 S. Stapley Drive, Suite 200 Mesa, AZ 85204
Lisa Misell, Ph.D.	VP, Clinical and Medical	1840 S. Stapley Drive, Suite 200 Mesa, AZ 85204
Michael T. Peterson	VP, Research and Development	1840 S. Stapley Drive, Suite 200 Mesa, AZ 85204

DIRECTORS

Name	Title	Address
Robert F. Byrnes	Independent	1840 S. Stapley Drive, Suite 200 Mesa, AZ 85204
Ryan Drant	NEA	1840 S. Stapley Drive, Suite 200 Mesa, AZ 85204
Beverly Huss	Independent	1840 S. Stapley Drive, Suite 200 Mesa, AZ 85204
Justin Klein, M.D.	NEA	1840 S. Stapley Drive, Suite 200 Mesa, AZ 85204
Matthew E. Likens	President, CEO	1840 S. Stapley Drive, Suite 200 Mesa, AZ 85204
David Porter	Apposite	1840 S. Stapley Drive, Suite 200 Mesa, AZ 85204
Michael H. Slayton, Ph.D.	Founder	1840 S. Stapley Drive, Suite 200 Mesa, AZ 85204

Authorized Shares	Class	Series	Par Value
51,000,000	Common		\$0.001
2,750,000	Preferred	A	\$0.001
7,539,899	Preferred	B	\$0.001
17,900,000	Preferred	C	\$0.001

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ULTHERA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF MARCH, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1245915

DATE: 03-27-14



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

